

Michael C. Hammer (*pro hac vice*)
James A. Plemmons (*pro hac vice*)
DICKINSON WRIGHT PLLC
500 Woodward Ave., Suite 4000
Detroit, MI 48226
Tel: (313) 223-3500

Attorneys for Yazaki North America, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
GENERAL MOTORS CORP., *et al.*, : Case No. 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
: :
-----X

**YAZAKI NORTH AMERICA, INC.'S LIMITED OBJECTION TO DEBTORS' MOTION
PURSUANT TO 11 U.S.C. § § 105, 363(B), (F), (K) AND (M), AND 365 AND FED. R.
BANKR. P. 2002, 6004 AND 6006, TO (I) APPROVE (A) THE SALE PURSUANT TO
THE MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE
ACQUISITION HOLDINGS, LLC, A U.S. TREASURY-SPONSORED PURCHASER,
FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER
INTERESTS; (B) THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (C) OTHER RELIEF;
AND (II) SCHEDULE SALE APPROVAL HEARING**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Yazaki North America, Inc., on behalf of itself and its subsidiaries, affiliates and related entities (collectively, "Yazaki"), through its attorneys, Dickinson Wright PLLC, states as follows for its Objection:

1. On June 1, 2009, Debtors filed their *Motion Pursuant to 11 U.S.C. § § 105, 363(b), (f), (k) and (m), and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement With Vehicle Acquisition Holdings, LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims,*

Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (the “Assumption Motion”).

2. On June 2, 2009, this Court entered its *Order Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006 (I) Approving Procedures For Sale of Debtors’ Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the “Order”).*

3. The Order established certain procedures pursuant to which the Debtors were to give affected parties notice that Debtors intended to assume their executory contracts and/or unexpired leases, as well as the amounts that the Debtors believed were required to “cure” defaults under those contracts and leases as required by 11 U.S.C. § 365(b) (the “Cure Procedures”).

4. On June 5, 2009, in accordance with the Cure Procedures, the Debtors filed and served their *Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (the “Cure Notice”).* The Cure Notice advised that the Debtors maintained a secure website that contained information about contracts to be assumed and cure amounts that the Debtors believe will satisfy their obligations under 11 U.S.C. § 365(b).

5. The secured website provided that Debtors intended to assume its supply agreements with Yazaki (the “Executory Contracts”) and tender a cure amount of \$7,573,831.31 (the “Debtors’ Cure Amount”) to Yazaki.

6. Yazaki objects to the assumption of the Executory Contracts with Yazki to the extent Debtors continue to refuse to accept Yazaki commercial, ordinary course price increases, including price increases for Lambda Wiring (NAO) & VE Wiring (APO).

7. Additionally, Yazaki objects to the Debtors' Cure Amount. Rather than \$7,573,831.31, the correct amount required to cure defaults is at least \$8,954,190.47 (which amount includes \$542,551.27 for production deliveries, \$760,966.00 for non-production deliveries, and \$76,841.84 for parts noted in e-Dacor but not listed in the Debtors' Cure Amount). Additional detail and support for this cure amount is provided in **Exhibit A**, attached. In addition, the cure amount must include all accrued, non-defaulted obligations and any other amount due through the Assumption Effective Date.

8. Yazaki objects to the assumption and assignment of the Executory Contracts unless Debtors pay the amount of not less than \$8,954,190.47 and provide adequate assurance of future performance.¹

WHEREFORE Yazaki respectfully requests that this Court find that the amount required to cure the existing defaults under the Executory Contracts is not less than \$8,954,190.47 and deny the Debtors' assumption and assignment of the Executory Contracts unless this cure amount is promptly paid to Yazaki.

Respectfully submitted,

DICKINSON WRIGHT PLLC

By: /s/ Michael C. Hammer
Michael C. Hammer (*pro hac vice*)
James A. Plemmons (*pro hac vice*)
500 Woodward Ave., Suite 4000

¹ To the extent Debtors argue that Yazaki's claims are subject to the cure dispute resolution process, Yazaki objects that the Debtors should not have the right to determine unilaterally and without a strict deadline whether a given dispute is subject to alternative dispute resolution procedures, as this would allow Debtors to delay cure proceedings indefinitely.

Detroit, MI 48226

Tel: (313) 223-3500

Email: mhammer@dickinsonwright.com

Email: jplemmons@dickinsonwright.com

Attorneys for Yazaki North America, Inc.

Dated: June 12, 2009

ANNARBOR 38124-1 108134v1

Summary of Cure amount Objection

Tooling, Reworks, Obsolete Stock - Non Production Deliveries	\$ 760,966.00
Production Deliveries	\$ 542,551.27
Parts correctly showing in Edacor but not in Cure amount	\$ 76,841.84
	\$ 1,380,359.11
Current Cure Amount	\$ 7,573,831.36
Revised Cure Amount	\$ 8,954,190.47

NOT IN GM CURE

Program	Desc.	PO	Amount	Invoice Date	Invoice #	Comments
GMX322	Tooling	0FK405XC	\$ 70,185.00	05/15/09	1430867	Invoice rejected by GM Disbursements (P/N Not PPAP approved). Submitted additional information to Terese to update PO with PPAPed P/N. Once PO is received, need to reinvoice (this will be a case study to see if we can avoid deviation form).
GMX322	Tooling	0FK40BFF	\$ 5,485.00	05/15/09	1430868	Invoice rejected by GM Disbursements (P/N Not PPAP approved). Once GM Purchasing/YNA Sales verify if payment is achieved per above process, we'll submit for updated PO.
GMX322	Tooling	FK406NW400	\$ 5,735.00	12/22/08	1399432	Invoice rejected by GM Disbursements (P/N Not PPAP approved). Once GM Purchasing/YNA Sales verify if payment is achieved per above process, we'll submit for updated PO.
GMX322	Tooling	0FK408CJ	\$ 42,800.00	05/19/09	1431625	Invoice rejected by GM Disbursements (P/N Not PPAP approved). Once GM Purchasing/YNA Sales verify if payment is achieved per above process, we'll submit for updated PO.
GMX322	Tooling	0FK4093FN	\$ 21,000.00	03/26/09	1416489	Invoice rejected by GM Disbursements (P/N Not PPAP approved). Once GM Purchasing/YNA Sales verify if payment is achieved per above process, we'll submit for updated PO.
GMT345	Cancellation	N/A	\$ 81,761.00	N/A	N/A	GMT345/H3 Cancellation was approved for \$81,761. The payment will not be submitted per PO. It will be an EFT directly to YNA from GM. We are not seeing this transaction in E-Dacor.
GMX353	Tooling	246J0000	\$ 534,000.00	3/31/2009	1417390	Invoice rejected by GM Disbursements. GM VTAM system needs to be updated with pictures/ID. YNA in process of getting the pictures from manufacturing affiliate (this is a cluster program).
			\$ 760,966.00			

Summary		\$ Amount		# of Items	
BOL either provided or on Sharepoint		\$ 542,551		50	

Shipper Number	InvoiceDate	Sum of Gross Amt	VNA Amount	Sum of E-Dacor Amt	Sum of Cure Amt	E-Dacor Difference	Cure Difference	Pricing/Qty?	Bill of lading is available??
352062	5/29/2009	\$ 86,243.20	\$ 86,243.20	\$ -	\$ -	\$ 86,243.20	\$ 86,243.20	No	Yes
339518	4/8/2009	\$ 85,529.21	\$ 85,529.21	\$ -	\$ -	\$ 85,529.21	\$ 85,529.21	No	Yes
280927	9/12/2008	\$ 81,412.85	\$ 81,412.85	\$ -	\$ -	\$ 81,412.85	\$ 81,412.85	No	Yes
351942	5/29/2009	\$ 70,269.43	\$ 70,269.43	\$ -	\$ -	\$ 70,269.43	\$ 70,269.43	No	Yes
345141	4/30/2009	\$ 22,105.05	\$ 22,105.05	\$ -	\$ -	\$ 22,105.05	\$ 22,105.05	No	Yes
349294	5/18/2009	\$ 12,986.80	\$ 12,986.80	\$ -	\$ -	\$ 12,986.80	\$ 12,986.80	No	Yes
348985	5/18/2009	\$ 10,249.88	\$ 10,249.88	\$ -	\$ -	\$ 10,249.88	\$ 10,249.88	No	Yes
339179	4/6/2009	\$ 9,692.16	\$ 9,692.16	\$ -	\$ -	\$ 9,692.16	\$ 9,692.16	No	Yes
342025	4/20/2009	\$ 9,692.16	\$ 9,692.16	\$ -	\$ -	\$ 9,692.16	\$ 9,692.16	No	Yes
347539	5/12/2009	\$ 9,536.58	\$ 9,536.58	\$ -	\$ -	\$ 9,536.58	\$ 9,536.58	No	Yes
348449	5/14/2009	\$ 9,237.37	\$ 9,237.37	\$ -	\$ -	\$ 9,237.37	\$ 9,237.37	No	Yes
347982	5/13/2009	\$ 8,776.02	\$ 8,776.02	\$ -	\$ -	\$ 8,776.02	\$ 8,776.02	No	Yes
348822	5/15/2009	\$ 8,397.61	\$ 8,397.61	\$ -	\$ -	\$ 8,397.61	\$ 8,397.61	No	Yes
348989	5/18/2009	\$ 8,397.61	\$ 8,397.61	\$ -	\$ -	\$ 8,397.61	\$ 8,397.61	No	Yes
341773	4/17/2009	\$ 7,921.65	\$ 7,921.65	\$ -	\$ -	\$ 7,921.65	\$ 7,921.65	No	Yes
341075	4/15/2009	\$ 7,867.82	\$ 7,867.82	\$ -	\$ -	\$ 7,867.82	\$ 7,867.82	No	Yes
341382	4/16/2009	\$ 7,763.52	\$ 7,763.52	\$ -	\$ -	\$ 7,763.52	\$ 7,763.52	No	Yes
348398	5/14/2009	\$ 7,388.86	\$ 7,388.86	\$ -	\$ -	\$ 7,388.86	\$ 7,388.86	No	Yes
348819	5/15/2009	\$ 6,512.27	\$ 6,512.27	\$ -	\$ -	\$ 6,512.27	\$ 6,512.27	No	Yes
314027	12/16/2008	\$ 6,263.30	\$ 6,263.30	\$ -	\$ -	\$ 6,263.30	\$ 6,263.30	No	Yes
347377	5/11/2009	\$ 4,852.19	\$ 4,852.19	\$ -	\$ -	\$ 4,852.19	\$ 4,852.19	No	Yes
330272	3/3/2009	\$ 4,559.21	\$ 4,559.21	\$ -	\$ -	\$ 4,559.21	\$ 4,559.21	No	Yes
345232	4/30/2009	\$ 4,195.57	\$ 4,195.57	\$ -	\$ -	\$ 4,195.57	\$ 4,195.57	No	Yes
308648	12/1/2008	\$ 4,050.00	\$ 4,050.00	\$ -	\$ -	\$ 4,050.00	\$ 4,050.00	No	Yes
350964	5/26/2009	\$ 3,894.38	\$ 3,894.38	\$ -	\$ -	\$ 3,894.38	\$ 3,894.38	No	Yes
302040	11/1/2008	\$ 3,032.42	\$ 3,032.42	\$ -	\$ -	\$ 3,032.42	\$ 3,032.42	No	Yes
349292	5/19/2009	\$ 2,990.37	\$ 2,990.37	\$ -	\$ -	\$ 2,990.37	\$ 2,990.37	No	Yes
351464	5/27/2009	\$ 2,971.19	\$ 2,971.19	\$ -	\$ -	\$ 2,971.19	\$ 2,971.19	No	Yes
348846	5/15/2009	\$ 2,754.02	\$ 2,754.02	\$ -	\$ -	\$ 2,754.02	\$ 2,754.02	No	Yes
345734	5/1/2009	\$ 2,618.16	\$ 2,618.16	\$ -	\$ -	\$ 2,618.16	\$ 2,618.16	No	Yes
92110	4/13/2007	\$ 2,261.36	\$ 2,261.36	\$ -	\$ -	\$ 2,261.36	\$ 2,261.36	No	Yes
348482	5/14/2009	\$ 2,166.98	\$ 2,166.98	\$ -	\$ -	\$ 2,166.98	\$ 2,166.98	No	Yes
337520	4/1/2009	\$ 1,864.18	\$ 1,864.18	\$ -	\$ -	\$ 1,864.18	\$ 1,864.18	No	Yes
348971	5/5/2009	\$ 1,733.58	\$ 1,733.58	\$ -	\$ -	\$ 1,733.58	\$ 1,733.58	No	Yes
132911	7/30/2007	\$ 1,714.10	\$ 1,714.10	\$ -	\$ -	\$ 1,714.10	\$ 1,714.10	No	Yes
337751	4/2/2009	\$ 1,688.02	\$ 1,688.02	\$ -	\$ -	\$ 1,688.02	\$ 1,688.02	No	Yes
344615	4/30/2009	\$ 1,678.13	\$ 1,678.13	\$ -	\$ -	\$ 1,678.13	\$ 1,678.13	No	Yes
328571	2/26/2009	\$ 1,613.64	\$ 1,613.64	\$ -	\$ -	\$ 1,613.64	\$ 1,613.64	No	Yes
351487	5/27/2009	\$ 1,583.97	\$ 1,583.97	\$ -	\$ -	\$ 1,583.97	\$ 1,583.97	No	Yes
343390	4/23/2009	\$ 1,475.37	\$ 1,475.37	\$ -	\$ -	\$ 1,475.37	\$ 1,475.37	No	Yes
322906	2/4/2009	\$ 1,461.43	\$ 1,461.43	\$ -	\$ -	\$ 1,461.43	\$ 1,461.43	No	Yes
345447	5/1/2009	\$ 1,443.41	\$ 1,443.41	\$ -	\$ -	\$ 1,443.41	\$ 1,443.41	No	Yes
345446	5/1/2009	\$ 1,324.24	\$ 1,324.24	\$ -	\$ -	\$ 1,324.24	\$ 1,324.24	No	Yes
269907	8/8/2008	\$ 1,319.88	\$ 1,319.88	\$ -	\$ -	\$ 1,319.88	\$ 1,319.88	No	Yes

4/17/2009

346340	5/6/2009	\$	1,300.19	\$	1,300.19	\$	-	\$	-	\$	1,300.19	\$	1,300.19	No	Yes
349295	5/19/2009	\$	1,259.64	\$	1,259.64	\$	-	\$	-	\$	1,259.64	\$	1,259.64	No	Yes
327889	2/23/2009	\$	1,235.21	\$	1,235.21	\$	-	\$	-	\$	1,235.21	\$	1,235.21	No	Yes
349012	5/18/2009	\$	1,186.62	\$	1,186.62	\$	-	\$	-	\$	1,186.62	\$	1,186.62	No	Yes
327522	2/20/2009	\$	1,040.31	\$	1,040.31	\$	-	\$	-	\$	1,040.31	\$	1,040.31	No	Yes
346086	5/5/2009	\$	1,040.15	\$	1,040.15	\$	-	\$	-	\$	1,040.15	\$	1,040.15	No	Yes

\$ 542,551.27

Process #	DUNS #	Plant Code	Doc Type	Document #	Document Date	Total Amount	Currency Code	Bill Of Lading	Purchase Order #	E-Dacor Status	Due Date/Payment Date	Payment #
'9000170652617	RD 130078129	SG	2	0770842811R09156	5/27/2009	\$ 1,148.35	USD	351454	GM40725	Ready To Pay	STAYED	0
'9000170655155	RD 189702095	BJ	2	000723975	5/28/2009	\$ 32,419.76	USD	351567	OFK409FM	Ready To Pay	STAYED	0
'9000170655156	RD 189702095	BJ	2	000724119	5/28/2009	\$ 41,217.47	USD	351737	OFK408T4	Ready To Pay	STAYED	0
'9000170655157	RD 189702095	BJ	2	000724120	5/28/2009	\$ 2,056.26	USD	351779	OFK409FT	Ready To Pay	STAYED	0
						\$ 76,841.84						